

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
)	Case No. 05-44481 (RDD)
DELPHI CORPORATION, <u>et al.</u> ,)	(Jointly Administered)
)	
)	
Debtors)	
)	

NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001(e)

TRANSFEROR: Siemens VDO Automotive SAS
1, Avenue Paul Ourliac
31036 Toulouse, France
Attention of Mrs. Isabelle Galibert

PLEASE TAKE NOTICE of the transfer of all right, title and interest in an undivided \$1,545,794.84 portion of Proof of Claim No. 2247 held by Siemens VDO Automotive SAS ("Transferor") against Delphi Automotive Systems LLC, arising from and in the aggregate amount of \$9,309,024.84 (the "Transferred Interest") as evidenced by the attached Exhibit A (the "Evidence of Transfer of Claim") to:

TRANSFeree: Goldman Sachs Credit Partners L.P.
One New York Plaza, 42nd Floor
New York, NY 10004

No action is required if you do not object to the transfer of the Transferred Interest as described above.

IF YOU OBJECT TO THE TRANSFER OF THE TRANSFERRED INTEREST, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:

FILE A WRITTEN OBJECTION TO THE TRANSFER with:
Clerk of the Court, United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 534
New York, NY 10004
Attn: Delphi Corporation
SEND A COPY OF YOUR OBJECTION TO THE TRANSFeree
Refer to INTERNAL CONTROL NO. _____ in your objection.

If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFeree WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Clerk of the Court

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2006.
INTERNAL CONTROL NO. _____, Copy (check): Claims Agent: _____
Transferee: _____ Debtor's Attorney _____ Deputy Clerk _____

EXHIBIT A

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

THE ENTITY WHOSE SIGNATURES APPEARS BELOW ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto Goldman Sachs Credit Partners L.P. ("Assignee") all rights, title and interest in and to the claims in the principal amount of not less than \$1,545,794.84, as set forth on the attached addendum, of Assignor against Delphi Automotive Systems LLC and its affiliates (collectively, the "Debtors") in their Chapter 11 proceedings under the U.S. Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* (the "Code") pending before the United States Bankruptcy Court for the Southern District of New York (the "Court") in which Debtors are debtors and debtors-in-possession, Case Number 05-44481(RDD) (Jointly Administered), (the "Claim") and Assignee is now the sole owner of such Claim.

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtors and the Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Code, applicable local bankruptcy rules or other applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Court may be entered without further notice to Assignor transferring to Assignee the Claim and recognizing the Assignee as the sole owner and holder of the Claim. Assignor further directs the Debtor, the Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, dated the 24th day of May, 2006.

SIEMENS FINANCIAL SERVICES, INC.

By: Michael L. Collins
Name: Michael L. Collins
Title: Vice President
Telephone: 732-590-6585